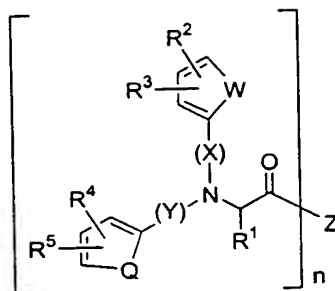


What is claimed is

1. A compound of Formula I



I

wherein:

R^1 is the side chain of a natural or unnatural α -amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, C_{1-5} alkyl, C_{1-5} alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxy C_{1-5} alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido (where the phenyl substituents are phenoxy, halo, C_{1-5} alkoxycarbonyl);

R^2 and R^3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC₁₋₅alkyl, phenyl C₁₋₅alkoxy, substituted phenyl (where the substituents are selected from C₁₋₅alkyl,

5 C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

10 substituted phenylC₁₋₅alkyl (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

15 substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenyl, phenyl, phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, 20 cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted 25 phenyl, and substituted phenylC₁₋₅alkyl[where the aromatic phenyl, phenylC₁₋₅alkyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and

phenylC₁₋₅alkylsulfonyl substituents are independently selected from one to five members of the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino)];

5

R⁴ and R⁵

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

10

are independently selected from the group consisting of hydrogen, C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC₁₋₅alkyl, phenyl C₁₋₅alkoxy, substituted phenyl (where the substituents are selected from C₁₋₅alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

15

substituted phenoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

20

substituted phenylC₁₋₅alkyl (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

25

substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenyl, phenyl, phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl,

5 cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl,
C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl,
phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted
phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted
phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted
10 phenyl, and substituted phenylC₁₋₅alkyl [where the aromatic
phenyl, phenylC₁₋₅alkyl, phenylcarbonyl,
phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and
phenylC₁₋₅alkylsulfonyl substituents are independently selected
from one to five members of the group consisting of C₁₋₅alkyl,
C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and
amino]);

15 W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

20 X is selected from the group consisting of carbonyl, C₁₋₅alkyl,
C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;

Y is selected from the group consisting of carbonyl, C₁₋₅alkyl,
C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;

25 n is 1, 2, or 3;

Z is selected from the group consisting of hydroxy, C₁₋₅ alkoxy,
phenoxy, phenylC₁₋₅alkoxy, amino, C₁₋₅alkylamino,
diC₁₋₅alkylamino, phenylamino, phenylC₁₋₅alkylamino,

piperidin-1-yl

substituted piperidin-1-yl (where the substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, halo, aminocarbonyl, C₁₋₅alkoxycarbonyl, and oxo;

5 substituted phenylC₁₋₅alkylamino (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, phenylC₁₋₅alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

10 substituted phenoxy (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

15 -OCH₂CH₂(OCH₂CH₂)_sOCH₂CH₂O-,

-NHCH₂CH₂(OCH₂CH₂)_sOCH₂CH₂NH-,

-NH(CH₂)_pO(CH₂)_qO(CH₂)_pNH-, -NH(CH₂)_qNCH₃(CH₂)_sNH-,

-NH(CH₂)_sNH-, and (NH(CH₂)_s)₃N,

where s, p, and q are independently selected from 1-7

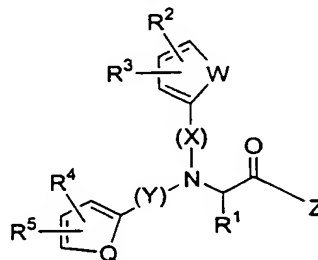
20 with the proviso that if n is 2, Z is not hydroxy, C₁₋₅alkoxy, amino, C₁₋₅alkylamino, diC₁₋₅alkylamino, phenylamino, or phenylC₁₋₅alkylamino, piperidin-1-yl

with the further proviso that if n is 3, Z is (NH(CH₂)_s)₃N.

and salts thereof.

25 2. The compounds of claim 1 wherein said compound binds to the EPO receptor.

3. A method for modulating EPO receptor, comprising contacting the EPO receptor with an amount of the compound of claim 1.
4. A method for treating a disease or condition mediated by EPO receptor comprising administering an effective amount of the compound of claim 1.
5. A pharmaceutical composition comprising the compound of claim 1.
6. An EPO receptor modulating compound of the formula



wherein:

R¹ is the side chain of a natural or unnatural α -amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, C₁₋₅alkyl, C₁₋₅alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxyC₁₋₅alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted

phenylureido (where the phenyl substituents are phenoxy, halo, C₁₋₅alkoxycarbonyl);

R² and R³

5 may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or
are independently selected from the group consisting of hydrogen, C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC₁₋₅alkyl, phenyl C₁₋₅alkoxy,
10 substituted phenyl (where the substituents are selected from C₁₋₅alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),
substituted phenoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),
15 substituted phenylC₁₋₅alkyl (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),
substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and
20 substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenyl, phenyl, phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl,
25

phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted
phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted
phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted
phenyl, and substituted phenylC₁₋₅alkyl[where the aromatic
5 phenyl, phenylC₁₋₅alkyl, phenylcarbonyl,
phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and
phenylC₁₋₅alkylsulfonyl substituents are independently selected
from one to five members of the group consisting of C₁₋₅alkyl,
C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and
10 amino)];

R⁴ and R⁵

may be taken together to form a six-membered aromatic ring which is
fused to the depicted ring, or
15 are independently selected from the group consisting of hydrogen,
C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino,
phenyl, phenoxy, phenylC₁₋₅alkyl, phenyl C₁₋₅alkoxy,
substituted phenyl (where the substituents are selected from C₁₋₅alkyl,
C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and
20 amino),
substituted phenoxy (where the substituents are selected from C₁₋₅
alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano,
and amino),
substituted phenylC₁₋₅alkyl (where the substituents are selected from
25 C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro,
cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkynyl, phenyl, phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl [where the aromatic phenyl, phenylC₁₋₅alkyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and phenylC₁₋₅alkylsulfonyl substituents are independently selected from one to five members of the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

X is selected from the group consisting of carbonyl, C₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;

Y is selected from the group consisting of carbonyl, C₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;

5 Z is selected from the group consisting of hydroxy, C₁₋₅alkoxy, phenoxy, phenylC₁₋₅alkoxy, amino, C₁₋₅alkylamino, diC₁₋₅alkylamino, phenylamino, phenylC₁₋₅alkylamino, piperidin-1-yl

substituted piperidin-1-yl (where the substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, halo, aminocarbonyl, C₁₋₅alkoxycarbonyl, and oxo;

10 substituted phenylC₁₋₅alkylamino (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, phenylC₁₋₅alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

15 substituted phenoxy (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

20 -OCH₂CH₂(OCH₂CH₂)_sOCH₂CH₂O-,

-NHCH₂CH₂(OCH₂CH₂)_sOCH₂CH₂NH-,

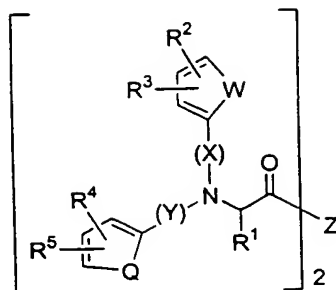
-NH(CH₂)_pO(CH₂)_qO(CH₂)_pNH-, -NH(CH₂)_qNCH₃(CH₂)_sNH-,

-NH(CH₂)_sNH-, and (NH(CH₂)_s)₃N,

25 where s, p, and q are independently selected from 1-7

and pharmaceutically acceptable salts thereof.

7. An EPO receptor modulating compound of the Formula



wherein:

R^1 is the side chain of a natural or unnatural α -amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, C_{1-5} alkyl, C_{1-5} alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxy C_{1-5} alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido (where the phenyl substituents are phenoxy, halo, C_{1-5} alkoxycarbonyl);

R^2 and R^3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

substituted phenyl (where the substituents are selected from C₁₋₅alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkyl (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenyl, phenyl, phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl[where the aromatic phenyl, phenylC₁₋₅alkyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and phenylC₁₋₅alkylsulfonyl substituents are independently selected from one to five members of the group consisting of C₁₋₅alkyl,

C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R⁴ and R⁵

5 may be taken together to form a six-membered aromatic ring which is
fused to the depicted ring, or
are independently selected from the group consisting of hydrogen,
C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino,
phenyl, phenoxy, phenylC₁₋₅alkyl, phenyl C₁₋₅alkoxy,
10 substituted phenyl (where the substituents are selected from C₁₋₅alkyl,
C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and
amino),
substituted phenoxy (where the substituents are selected from C₁₋₅
alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano,
15 and amino),
substituted phenylC₁₋₅alkyl (where the substituents are selected from
C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro,
cyano, and amino),
substituted phenylC₁₋₅alkoxy (where the substituents are selected
20 from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl,
nitro, cyano, and amino), and
substituted amino (where the substituents are selected from one or
more members of the group consisting of C₁₋₅alkyl,
halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, phenyl,
25 phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted
C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl,
cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl,
C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl,

- phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted
phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted
phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted
phenyl, and substituted phenylC₁₋₅alkyl [where the aromatic
5 phenyl, phenylC₁₋₅alkyl, phenylcarbonyl,
phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and
phenylC₁₋₅alkylsulfonyl substituents are independently selected
from one to five members of the group consisting of C₁₋₅alkyl,
C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and
10 amino]);
- W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;
- Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;
- 15 X is selected from the group consisting of carbonyl, C₁₋₅alkyl,
C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;
- Y is selected from the group consisting of carbonyl, C₁₋₅alkyl,
20 C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;
- Z is selected from the group consisting of phenoxy, phenylC₁₋₅alkoxy,
substituted piperidin-1-yl (where the substituents are selected from
the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, halo,
aminocarbonyl, C₁₋₅alkoxycarbonyl, and oxo;
25 substituted phenylC₁₋₅alkylamino (where the aromatic substituents
are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy,

phenylC₁₋₅alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the aromatic substituents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

-OCH₂CH₂(OCH₂CH₂)_sOCH₂CH₂O-,

-NHCH₂CH₂(OCH₂CH₂)_sOCH₂CH₂NH-,

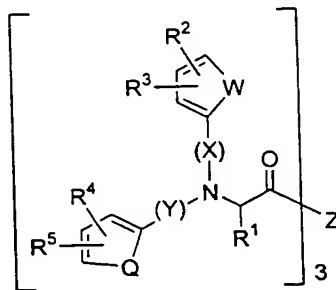
-NH(CH₂)_pO(CH₂)_qO(CH₂)_pNH-, -NH(CH₂)_qNCH₃(CH₂)_sNH-,

-NH(CH₂)_sNH-, and (NH(CH₂)_s)₃N,

where s, p, and q are independently selected from 1-7

and the pharmaceutically acceptable salts thereof.

8. An EPO receptor modulating compound of the Formula



wherein:

R¹ is the side chain of a natural or unnatural α-amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-

dimethylglutaryl, C₁₋₅alkyl, C₁₋₅alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxyC₁₋₅alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido (where the phenyl substituents are phenoxy, halo, C₁₋₅alkoxycarbonyl);

R² and R³

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC₁₋₅alkyl, phenyl C₁₋₅alkoxy,

substituted phenyl (where the substituents are selected from C₁₋₅alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkyl (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkynyl, phenyl, phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl[where the aromatic phenyl, phenylC₁₋₅alkyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and phenylC₁₋₅alkylsulfonyl substituents are independently selected from one to five members of the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R⁴ and R⁵

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or are independently selected from the group consisting of hydrogen, C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenylC₁₋₅alkyl, phenyl C₁₋₅alkoxy, substituted phenyl (where the substituents are selected from C₁₋₅alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkyl (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenyl, phenyl, phenylC₁₋₅alkyl, C₁₋₅alkylcarbonyl, halo substituted C₁₋₅alkylcarbonyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, C₁₋₅alkylsulfonyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, phenylC₁₋₅alkylsulfonyl substituted phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl [where the aromatic phenyl, phenylC₁₋₅alkyl, phenylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylsulfonyl, and phenylC₁₋₅alkylsulfonyl substituents are independently selected from one to five members of the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

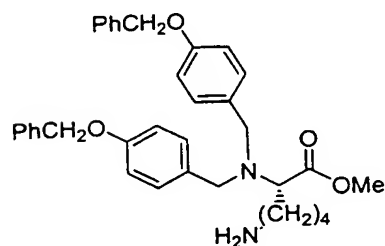
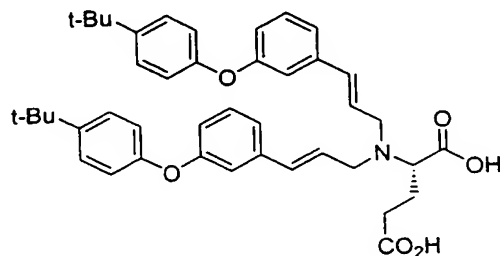
Q is selected from the group consisting of $-\text{CH}=\text{CH}-$, $-\text{S}-$, and $-\text{CH}=\text{N}-$;

X is selected from the group consisting of carbonyl, C_{1-5} alkyl, C_{1-5} alkenyl, C_{1-5} alkenylcarbonyl, and $(\text{CH}_2)_m-\text{C}(\text{O})-$ where m is 2-5;

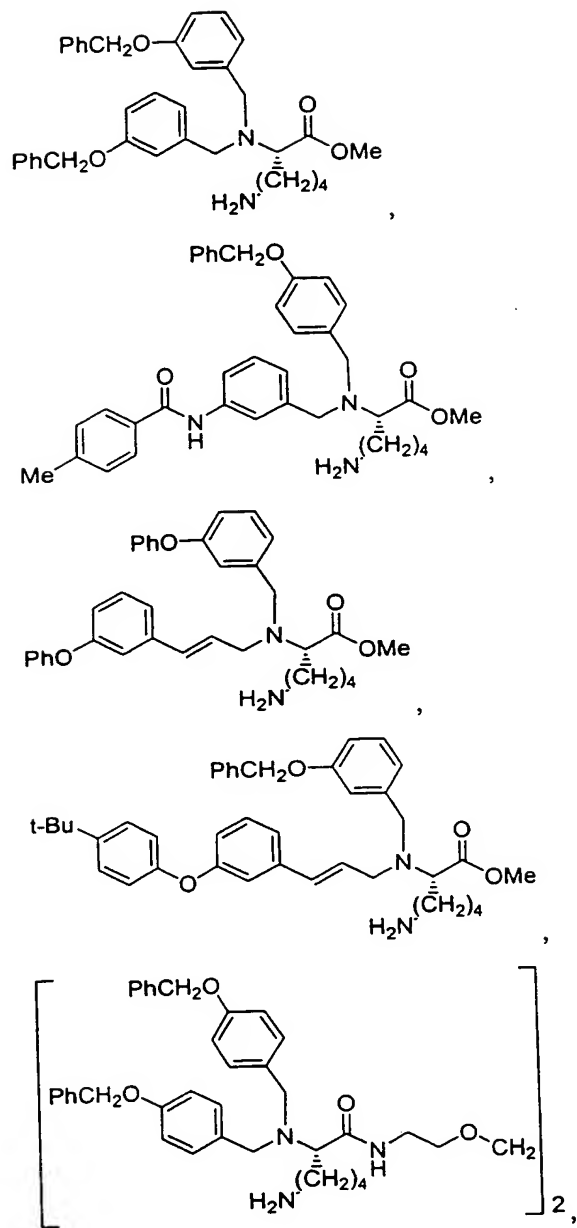
Y is selected from the group consisting of carbonyl, C_{1-5} alkyl, C_{1-5} alkenyl, C_{1-5} alkenylcarbonyl, and $(\text{CH}_2)_m-\text{C}(\text{O})-$ where m is 2-5;

Z is $(\text{NH}(\text{CH}_2)_5)_3\text{N}$
and pharmaceutically acceptable salts thereof.

9. A compound selected from the group consisting of

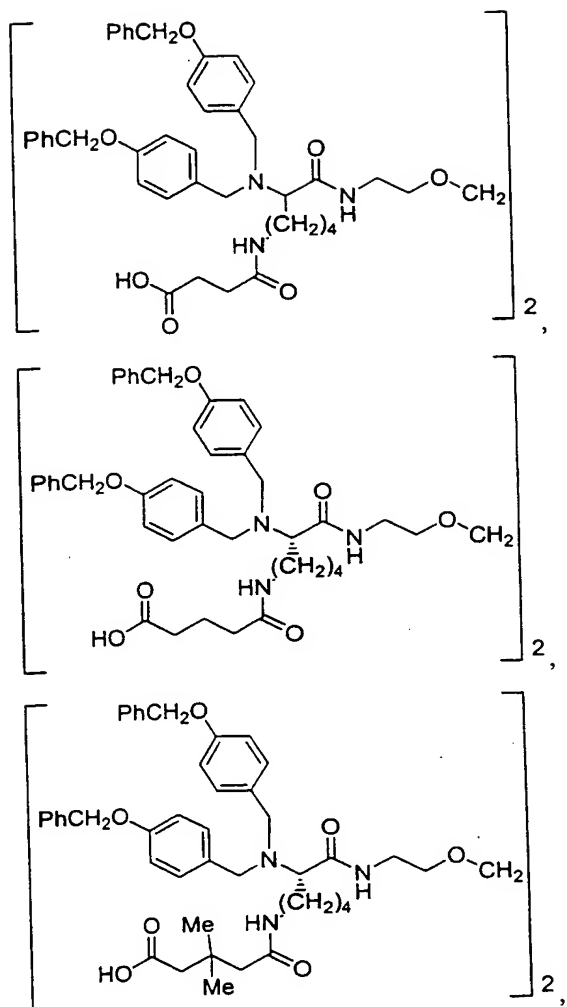


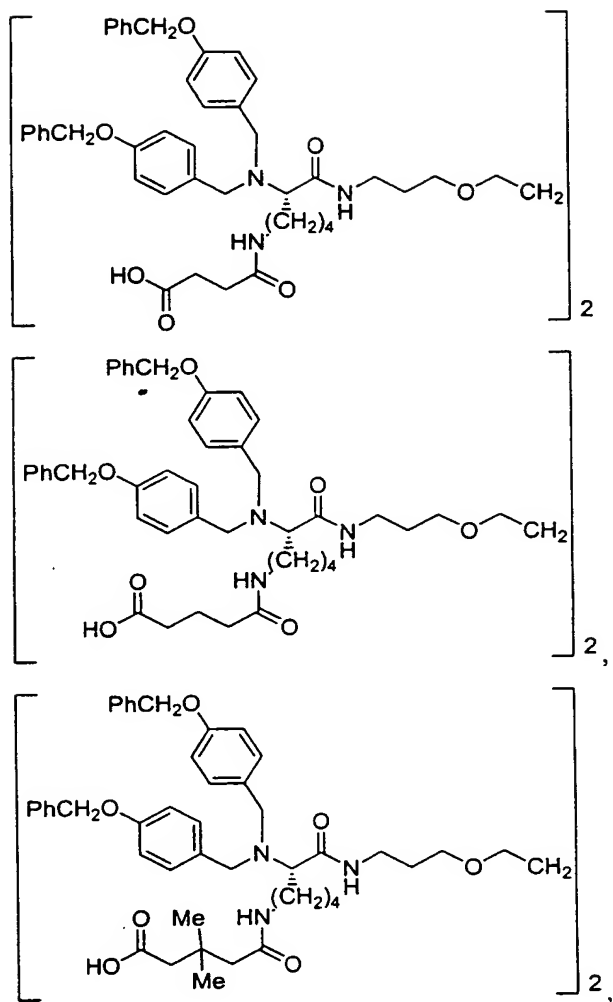
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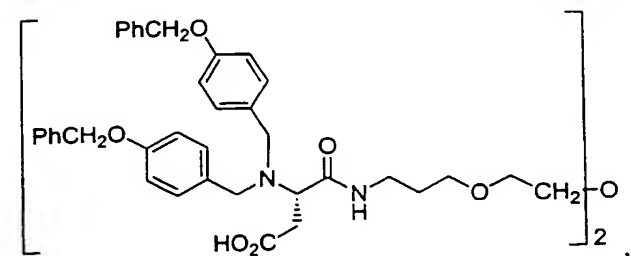
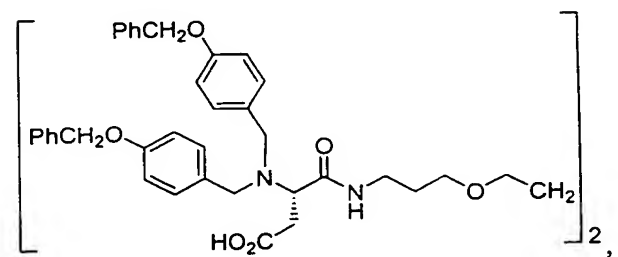
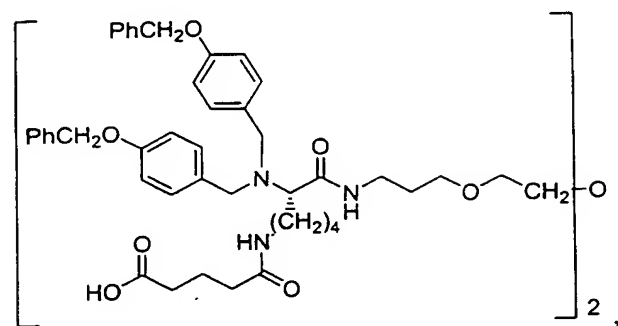
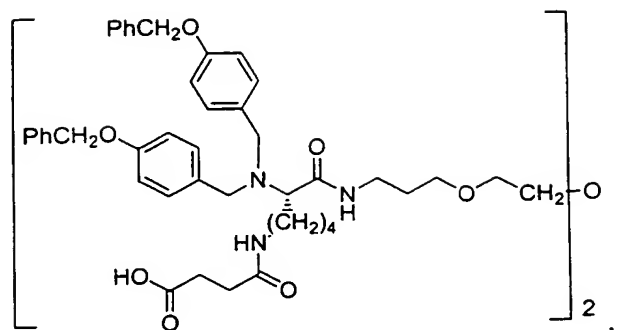
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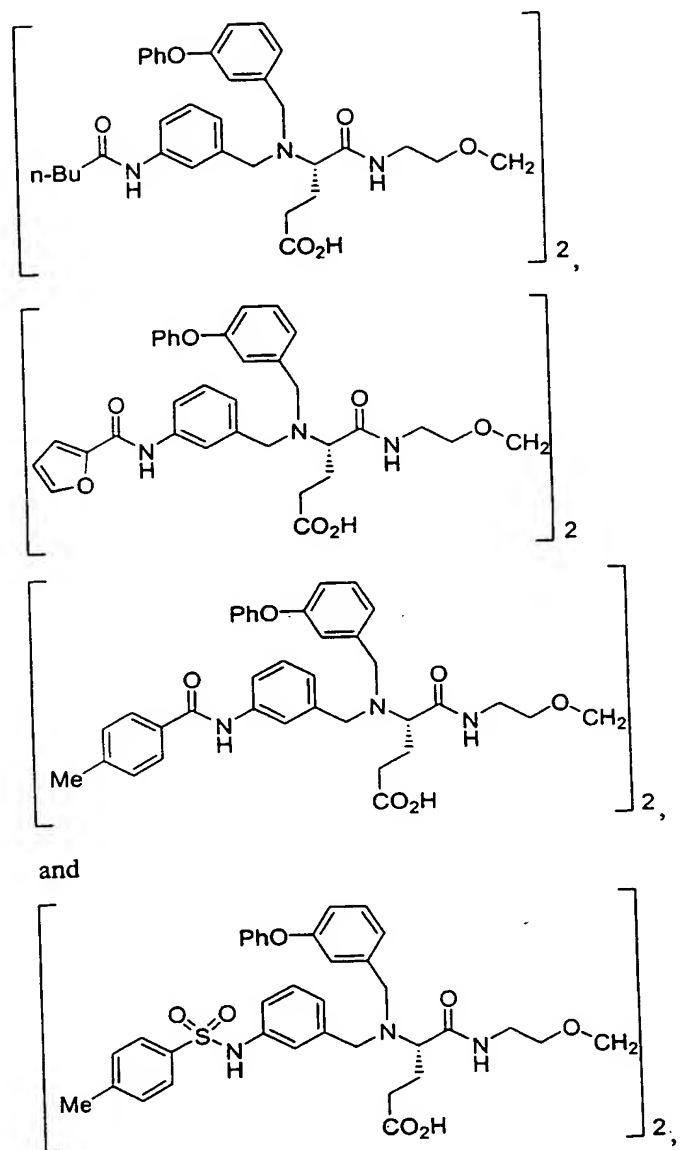
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5

and salts thereof.

ORT-1195

10. The compounds of claim 9 wherein said compound binds to the EPO receptor.

11. A method for modulating EPO receptor, comprising contacting the EPO receptor with an EPO receptor modulating amount of the compound of claim 9.

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12. A method for treating a disease or condition mediated by EPO receptor comprising administering an effective amount of the compound of claim 9.

13. A pharmaceutical composition comprising the compound of claim 9.